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OF COUNSEL  
URBAN A. LESTER

June 26, 1995

Mr. Vernon A. Williams  
Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

RE: Conrail 1995A-X

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are four (4) copies of each of the following documents, all of which are dated as of June 27, 1995:

Memorandum of Lease Agreement (Conrail 1995A-X), a primary document, and the following secondary documents related thereto: Memorandum of Trust Indenture and Security Agreement (Conrail 1995A-X); Memorandum of Lease Supplement No. 1 (Conrail 1995A-X); Memorandum of Trust Indenture Supplement No. 1 (Conrail 1995A-X); Memorandum of Lessor Security Agreement (Conrail 1995A-X); and Memorandum of Assignment Agreement (Conrail 1995A-X).

The names and addresses of the parties to the enclosed documents are:

Memorandum of Lease Agreement,  
Lease Supplement No. 1 and  
Lessor Security Agreement

Lessor: Blue Locomotive Lease Co., Ltd.  
Caledonian House, Mary Street  
PO Box 1043  
George Town, Grand Cayman, Cayman Islands

Lessee: Consolidated Rail Corporation  
2001 Market Street  
Philadelphia, PA 19101-1417

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*Conrail part -*

Mr. Vernon A. Williams  
June 26, 1995  
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Memorandum of Trust Indenture  
and Security Agreement, and  
Trust Indenture Supplement No. 1

Indenture Trustee: Wilmington Trust Company  
1100 North Market Street  
Rodney Square  
Wilmington, DE 19890

Lessor: Blue Locomotive Lease Co., Ltd.  
Caledonian House, Mary Street  
PO Box 1043  
George Town, Grand Cayman, Cayman Islands

Lessee: Consolidated Rail Corporation  
2001 Market Street  
Philadelphia, PA 19101-1417

Memorandum of Assignment Agreement

Assignor: Consolidated Rail Corporation  
2001 Market Street  
Philadelphia, PA 19101-1417

Assignee: Blue Locomotive Lease Co., Ltd.  
Caledonian House, Mary Street  
PO Box 1043  
George Town, Grand Cayman, Cayman Islands

A description of the railroad equipment covered by the enclosed documents is:

twenty-five (25) EMD locomotives CR 5589 through CR 5613, inclusive.

Also enclosed is a check in the amount of \$126.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return three stamped copies of the enclosed documents to the undersigned.

Very truly yours,



Robert W. Alvord



Interstate Commerce Commission  
Washington, D.C. 20423-0001

6/27/95

Office Of The Secretary

Robert W. Alvord  
Alvord And Alvord  
918 Sixteenth Street, NW., Ste. 200  
Washington, DC., 20006-2973

Dear

Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 6/27/95 at 9.00AM, and assigned recordation number(s). 19487-A-E, 19488-A-E, 19489-A, 19097-A and 19415-A.

Sincerely yours,

Vernon A. Williams  
Secretary

Enclosure(s)

(0100669001)

\$ 336.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature

**MEMORANDUM OF LEASE AGREEMENT (CONRAIL 1995A-X)**


Memorandum of Lease Agreement made and entered into as of June 27, 1995, between Blue Locomotive Lease Co., Ltd., a Cayman Islands corporation ("Lessor") and Consolidated Rail Corporation, a Pennsylvania corporation ("Lessee").

**WITNESSETH:**

The undersigned have entered into that certain Lease Agreement (Conrail 1995A-X), dated as of June 27, 1995, whereby the Lessor has agreed to lease to Lessee and Lessee has agreed to lease from Lessor certain locomotives bearing road numbers as listed on Exhibit A attached hereto, effective as of the date first set forth hereinabove and subject to the term defined in said Lease Agreement.

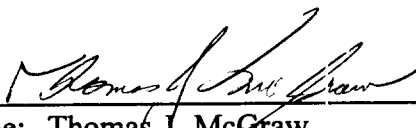
IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

BLUE LOCOMOTIVE LEASE CO., LTD.

By   
Name: F. Jan Blaustein  
Title: President

Executed on this 22 day of June, 1995.

CONSOLIDATED RAIL CORPORATION

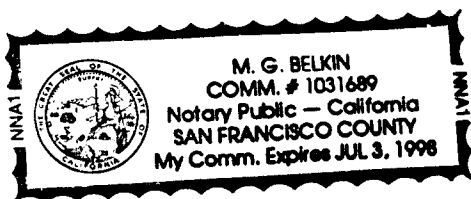
By   
Name: Thomas J. McGraw  
Title: Director-Financing

Executed on this 23<sup>rd</sup> day of June, 1995.

STATE OF California )  
 )  
COUNTY OF San Francisco ) SS.:

On this, the 22 day of June, 1995, before me, a Notary Public in and for said County and State, personally appeared F. Jan Blaustein, who being by me duly sworn, says that she is the President of BLUE LOCOMOTIVE LEASE CO., LTD., that said instrument was signed on June 22, 1995, on behalf of said corporation by authority of its Board of Directors, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



M. G. Belkin  
Name: M. G. Belkin  
Notary Public  
My Commission Expires: 7/3/98

STATE OF Penn. )  
 )  
COUNTY OF Phila. ) SS.:

On this, the 23<sup>rd</sup> day of June, 1995, before me, a Notary Public in and for said County and State, personally appeared Thomas J. McGraw, who being by me duly sworn, says that he is the Director-Financing of CONSOLIDATED RAIL CORPORATION, that said instrument was signed on June 23, 1995, on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Loretta Dandridge  
Name:  
Notary Public  
My Commission Expires  
A rectangular notary seal stamp with a decorative border. Inside, on the left, is a circular emblem of the City of Philadelphia. To the right of the emblem, the text reads: "NOTARIAL SEAL", "LORETTA DANDRIDGE, Notary Public", "City of Philadelphia, Phila. County", and "My Commission Expires Sept. 21, 1998".

## **EXHIBIT A**

### **UNITS**

<b>EQUIPMENT</b>	<b>QUANTITY</b>	<b>ROAD NUMBERS</b>
<b>General Motors Corporation (Electro- Motive Division) Model SD60I Diesel Electric Locomotives</b>	<b>Twenty-five (25)</b>	<b>5589 through 5613, inclusive</b>